

RECORDATION NO. 20244-I, J, K FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW

MAR 16 '98

1-35 PM

918 SIXTEENTH STREET, N W

SUITE 200

WASHINGTON, D C

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 16, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents, all dated as of January 12, 1998: Lease Supplement No. 4 (GATC Trust No. 96-1); Trust Indenture Supplement No. 4 (GATC Trust No. 96-1); and a Bill of Sale and Partial Release

The enclosed documents relate to the Equipment Lease Agreement (GATC 96-1), and secondary documents related thereto which were previously filed with the Board under Recordation Number 20244.

The names and addresses of the parties to the enclosed documents are

Lease Supplement No. 4

Lessor First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Lessee General American Transportation Corporation  
500 West Monroe Street  
Chicago, Illinois 60661

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
Mar 16 1 32 PM '98

Counterparts -  
Adh.

Mr Vernon A. Williams  
March 16, 1998  
Page 2

Trust Indenture Supplement No 4  
Bill of Sale and Partial Release

Owner Trustee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Indenture Trustee: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed documents is

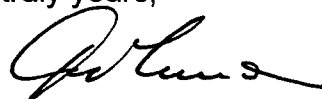
one (1) railcar being ADDED to the Lease and Trust Indenture:  
GACX 3180

one (1) railcar being DELETED from the Lease and Trust Indenture  
GACX 3060

Also enclosed is a check in the amount of \$72.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

# **SURFACE TRANSPORTATION BOARD**

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY  
ALVORD AND ALVORD  
918 SIXTEENTH ST., NW., STE. 200  
WASHINGTON, DC., 20006-2973

DATE: 3/16/98

Dear SIR:

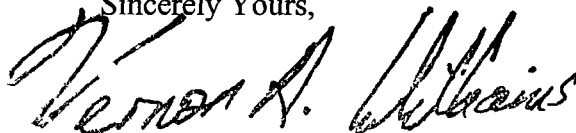
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/13/98

at 1:35 PM

assigned recordation numbers (s). 20244-I, 20244-J AND 20244- K.

Sincerely Yours,



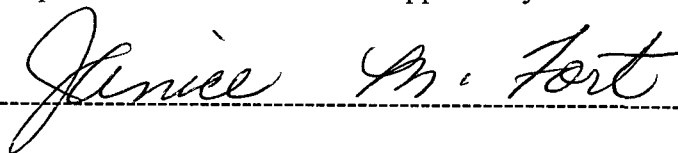
Vernon A. Williams  
Secretary

Enclosure(s)

72.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



MAR 16 '98

1-35 PM

**LEASE SUPPLEMENT NO. 4**  
**(GATC Trust No 96-1)**

This Lease Supplement No.4, dated as of January 12, 1998, between First Security Bank, N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Transportation Corporation, a New York corporation ("Lessee");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 96-1) dated as of August 28, 1996 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.


Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may be executed in any number of counterparts,

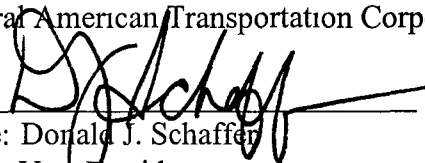
each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

First Security Bank, N.A., not in its individual capacity but solely as Owner Trustee

By:   
Name: **Janeen R. Higgs**  
Title: **Trust Officer**

General American Transportation Corporation

By:   
Name: Donald J. Schaffer  
Title: Vice President

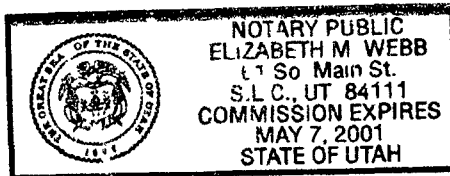
State of Utah )  
 ) SS  
County of )

On this \_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared Janeen R. Higgs, to me personally known, who being by me duly sworn, say that he is Trust Officer of First Security Bank, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Elizabeth M. Webb

[Notarial Seal]

My commission expires:



State of Illinois )  
 ) SS  
County of Cook )

On this 12<sup>th</sup> day of January, 1998, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lisa M. Ibarra  
Notary Public

[Notarial Seal]

My commission expires:



**SCHEDULE 1**

Description	DOT Class	Car Marking
Freight Car	AAR L/O	GACX 3180